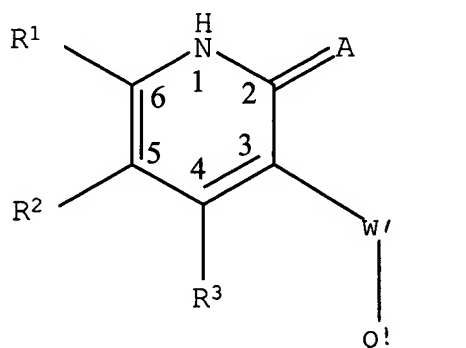


Amendments to the Claims

This listing of claims will replace all prior versions and listing of claims in the application.

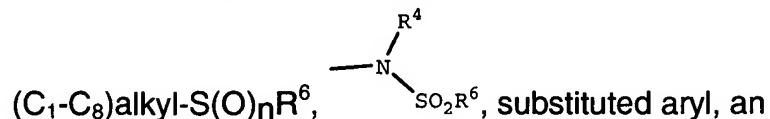
Listing of Claims:

1. (Currently Amended) A compound of Formula I



wherein A is O or S;

wherein Q is selected from $-N(R^5)_2$, $-NR^5C(O)R^5$, $-(C_1-C_8)alkyl-OR^5$, -

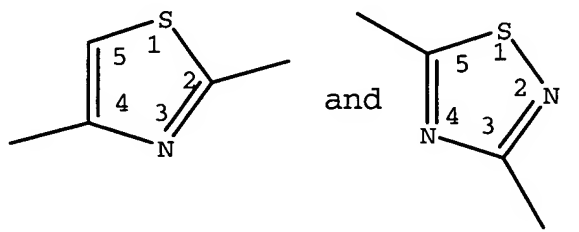


unsubstituted or substituted monocyclic or bicyclic, non-aromatic carbocyclic ring, an unsubstituted or substituted monocyclic or bicyclic, heteroaryl ring, and an unsubstituted or substituted monocyclic or bicyclic, non-aromatic heterocyclic ring,

wherein a ring is unsubstituted or substituted with one or more groups selected from halo, $(C_1-C_8)alkyl$, $(C_2-C_8)alkynyl$, $(C_2-C_8)alkenyl$, $-OR^5$, $-O-(CH_2)_{1-2}-O-$, $-N(R^5)_2$, $-(C_1-C_8)alkyl-N(R^5)_2$, $(C_1-C_8)haloalkyl$, lower cyanoalkyl, $-(C_1-C_8)alkyl-OR^5$, lower alkylaminoalkoxy, lower aminoalkoxyalkyl, $-(C_1-C_8)alkyl-$

$S(O)_nR^5$, $-N(R^5)-(C_1-C_8)alkyl-N(R^5)_2$, $-N(R^5)-(C_1-C_8)alkyl-OR^5$, $-N(R^5)-(C_1-C_8)alkyl-NHC(O)R^5$, $-N(R^5)-(C_1-C_8)alkyl-C(O)N(R^5)_2$, lower alkoxyalkyl, $-S(O)_nR^5$, $-SO_2NR^5R^5$, $-NR^5S(O)_nR^5$, cyano, nitro, optionally substituted $(C_3-C_{10})cycloalkyl$, optionally substituted aryl, optionally substituted 4-7 membered heterocyclyl, optionally substituted phenoxyalkyl, optionally substituted heterocycloxyalkyl, $-C(O)N(R^5)_2$, $-CO_2R^5$, $-CO_2N(R^5)_2$, $-SO_2NHC(O)R^5$, optionally substituted phenylalkyl, optionally substituted heterocyclylalkyl, $-NR^5C(O)N(R^5)_2$, $-NR^5C(O)R^5$, $-NR^5CO_2R^5$ and $-C(O)R^5$;

wherein W is selected from



wherein n is 0, 1 or 2;

wherein R^1 is selected from H, $-OR^6$, halo, aryl, $(C_1-C_8)alkyl$, $(C_2-C_8)alkenyl$, $(C_2-C_8)alkynyl$, $(C_1-C_8)perfluoroalkyl$, $-NR^5_2$, $-(C_1-C_8)alkyl-NR^5_2$, $-(C_1-C_8)alkyl-OR^5$, $-S(O)_n-alkyl$, $-S(O)_n-aryl$, $-S(O)_n-heteroaryl$, $(C_3-C_{10})cycloalkyl$, nitro, heterocyclyl, $-NR^5SO_2R^5$, $-C(O)N(R^5)_2$, $-CO_2R^5$, $-(CR^5_2)_{1-8}aryl$, $-(CR^5_2)_{1-8}heterocyclyl$, $-NR^5C(O)N(R^5)_2$, $-NR^5C(O)R^5$, $-NR^5CO_2R^5$, and $-C(O)R^5$; wherein R^1 and R^2 may be joined to form a 5-10 membered saturated or partially unsaturated carbocyclic or heterocyclic ring;

wherein R^2 is selected from H, $-OR^6$, halo, aryl, $(C_1-C_8)alkyl$, $(C_2-C_8)alkenyl$, $(C_2-C_8)alkynyl$, $(C_1-C_8)perfluoroalkyl$, $-NR^5_2$, $-(C_1-C_8)alkyl-NR^5_2$, $-(C_1-C_8)alkyl-OR^5$, $-S(O)_n-alkyl$, $-S(O)_n-aryl$, $-S(O)_n-heteroaryl$, $(C_3-C_{10})cycloalkyl$, nitro, heterocyclyl, $-NR^5SO_2R^5$,

$-\text{C}(\text{O})\text{N}(\text{R}^5)_2$, $-\text{CO}_2\text{R}^5$, $-(\text{CR}^5_2)_{1-8}\text{aryl}$, $-(\text{CR}^5_2)_{1-8}\text{heterocyclyl}$, $-\text{NR}^5\text{C}(\text{O})\text{N}(\text{R}^5)_2$, $-\text{NR}^5\text{C}(\text{O})\text{R}^5$, $-\text{NR}^5\text{CO}_2\text{R}^5$, and $-\text{C}(\text{O})\text{R}^5$;

wherein R^3 is selected from H, $-\text{OR}^6$, halo, aryl, $(\text{C}_1\text{-C}_8)\text{alkyl}$, $(\text{C}_2\text{-C}_8)\text{alkenyl}$, $(\text{C}_2\text{-C}_8)\text{alkynyl}$, $(\text{C}_1\text{-C}_8)\text{perfluoroalkyl}$, $-\text{NR}^5_2$, $-(\text{C}_1\text{-C}_8)\text{alkyl-NR}^5_2$, $-(\text{C}_1\text{-C}_8)\text{alkyl-OR}^5$, $-\text{S}(\text{O})_n\text{-alkyl}$, $-\text{S}(\text{O})_n\text{-aryl}$, $-\text{S}(\text{O})_n\text{-heteroaryl}$, $(\text{C}_3\text{-C}_{10})\text{cycloalkyl}$, nitro, heterocyclyl, $-\text{NR}^5\text{SO}_2\text{R}^5$, $-\text{C}(\text{O})\text{N}(\text{R}^5)_2$, $-\text{CO}_2\text{R}^5$, $-(\text{CR}^5_2)_{1-8}\text{aryl}$, $-(\text{CR}^5_2)_{1-8}\text{heterocyclyl}$, $-\text{NR}^5\text{C}(\text{O})\text{N}(\text{R}^5)_2$, $-\text{NR}^5\text{C}(\text{O})\text{R}^5$, $-\text{NR}^5\text{CO}_2\text{R}^5$, and $-\text{C}(\text{O})\text{R}^5$; wherein R^2 and R^3 may be joined to form a 5-10 membered saturated or partially unsaturated carbocyclic or heterocyclic ring;

wherein R^4 is independently selected from H, and $(\text{C}_1\text{-C}_6)\text{alkyl}$;

wherein R^5 is independently selected from H, lower alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heterocyclyl, optionally substituted heterocyclylalkyl, optionally substituted $\text{C}_3\text{-C}_6$ cycloalkyl, optionally substituted $\text{C}_3\text{-C}_6$ cycloalkyl-alkyl, lower alkylamino-lower alkyl, aryloxyalkyl, alkylcarbonylalkyl, and lower perfluoroalkyl; and

wherein R^6 is independently selected from lower alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heterocyclyl, optionally substituted heterocyclylalkyl, optionally substituted $\text{C}_3\text{-C}_6$ cycloalkyl, optionally substituted $\text{C}_3\text{-C}_6$ cycloalkyl-alkyl, lower alkylamino-lower alkyl, aryloxyalkyl, alkylcarbonylalkyl, and lower perfluoroalkyl;

wherein each aryl, heteroaryl, cycloalkyl, and heterocyclyl moiety of any R^1 , R^2 , R^3 , R^5 , R^6 , and Q is optionally substituted with one or more groups selected from halo, $-\text{NH}_2$, $-\text{OH}$, $-\text{CO}_2\text{H}$, $(\text{C}_1\text{-C}_6)\text{alkylamino}$, $(\text{C}_1\text{-C}_6)\text{alkoxy}$, $(\text{C}_1\text{-C}_6)\text{alkoxyalkyl}$, $(\text{C}_1\text{-C}_6)\text{alkyl}$, $\text{di}(\text{C}_1\text{-C}_6)\text{alkylamino}$, phenyl, and heterocyclyl;

and pharmaceutically acceptable ~~derivatives~~ salts thereof;

provided R¹ is not CF₃ when R² is ethoxycarbonyl, when R³ is H, when W is thiazol-4-yl and when Q is 4-pyridyl or 2-chloro-4-pyridyl; further provided Q is not 4-pyridyl, when W is thiazol-2-yl, when R¹, R³, and R² are H; further provided Q is not 2-nitro-5-furyl when W is thiazol-2-yl, when R¹ is methyl, when R³ is H, and when R² is H; further provided Q is not phenyl when W is thiazol-2-yl, when R¹ is methyl, when R³ is methyl, and when R² is H; further provided Q is not phenyl, 3,4-diacetylphenyl or 3,4-dihydroxyphenyl, when W is thiazol-2-yl, when R¹ is H, when R³ is H, and when R² is H; and further provided Q is not 3-cyano-6-methyl-2-oxo-1,2-dihydro-5-pyridyl, when W is thiazol-2-yl, when R¹ is methyl, when R³ is H, and when R² is acetyl.

2. (Currently Amended) A Compound of Claim 1 wherein Q is selected from

$$\text{R}^6\text{SO}_2\text{-(C}_1\text{-C}_6\text{)alkyl-}, \quad \begin{array}{c} \text{R}^6\text{O}_2\text{S}-\text{N} \\ | \\ \text{R}^4 \end{array}, \text{ substituted phenyl, and substituted or unsubstituted 5-6 membered heteroaryl;}$$

wherein R⁴ is independently selected from H, and (C₁-C₂)alkyl; and wherein R⁶ is independently selected from (C₁-C₄)alkyl, optionally substituted phenyl, optionally substituted phenyl-(C₁-C₂)alkyl, optionally substituted furyl-(C₁-C₂)-alkyl, optionally substituted C₃-C₆ cycloalkyl-(C₁-C₂)-alkyl, (C₁-C₃)alkylamino-(C₁-C₃)-alkyl-, phenyloxy-(C₁-C₃)alkyl-, (C₁-C₂)alkylcarbonyl-(C₁-C₂)alkyl- and optionally substituted heterocyclyl selected from pyridyl and thienyl; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

3. (Currently Amended) A Compound of Claim 2 wherein Q is selected from phenylsulfonylamino, N-methyl-N-(2-pyridylsulfonyl)amino, N-methyl-N-(3-pyridylsulfonyl)amino, N-methyl-N-(4-pyridylsulfonyl)amino, N-methyl-N-(2-thienylsulfonyl)amino, N-

methyl-N-(phenylsulfonyl)amino, 2-pyridylsulfonylmethyl, 3-pyridylsulfonylmethyl, 4-pyridylsulfonylmethyl, 2-thienylsulfonylmethyl, phenylsulfonylmethyl, (1-methyl)-1-(phenylsulfonyl)ethyl, 4-chlorophenyl-sulfonylmethyl, 2-furylmethylsulfonylmethyl, 3-trifluoromethylbenzyl-sulfonylmethyl, methylsulfonylmethyl, tert-butyl-sulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 4-chlorophenyl-methylsulfonylmethyl, 2-thienyl, 3-(4-chlorophenylsulfonylmethyl)-2-thienyl, phenyl substituted with one or more substituents selected from hydroxyl, chloro, fluoro, methoxy, -O-CH₂-O-, amino, aminomethyl, methylsulfonyl, methyl, cyano, trifluoromethyl, and pyrrolyl, unsubstituted pyridyl, and 4-pyridyl substituted with one or more substituents selected from chloro, fluoro, methyl, ethyl, -NH₂, methoxy, ethoxy, -OH, -CO₂H, phenoxyethylamino, methylamino, butylamino, isobutylamino, benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-furylmethylamino, 4-methoxybenzylamino, diethylamino, cyclopropylmethylamino, cyclopentylmethylamino, ethylaminoethylamino, diethylaminoethylamino, isopropylaminoethylamino, methylcarbonylaminoethylamino, methylcarbonylmethylamino, pyrrolidinyl, piperazinyl, piperidinyl, morpholinyl and azetidiny; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

4. (Currently Amended) A Compound of Claim 1, and pharmaceutically acceptable ~~derivatives~~ salts thereof, wherein W is thiazol-4-yl.

5. (Currently Amended) A Compound of Claim 1 wherein R¹ is selected from (C₁-C₆)alkyl, -(C₁-C₄)alkyl-N(R⁵)₂, -(C₁-C₄)alkyl-OR⁵, -(C₃-C₅)cycloalkyl, and -CF₃;

wherein R^2 is selected from H, halo, (C_1-C_3) alkyl, $-NR^5_2$, $-OR^6$, $-(C_1-C_3)$ alkyl- OR^5 , $-C(O)N(R^5)_2$, $-CO_2R^5$, $-(CH_2)_{1-3}$ -(5-6 membered saturated or partially unsaturated) heterocyclyl, $-NHC(O)R^5$, and $-C(O)R^5$;

wherein R^1 and R^2 may be joined together with the pyridone ring to form optionally substituted 2-oxo-1,5,7,8-tetrahydro-2H-[1,6]naphthyridine, optionally substituted 5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one, optionally substituted 5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, optionally substituted 5,6,7,8-tetrahydro-1H-quinolin-2-one, optionally substituted 7,8-dihydro-1H-quinolin-2-one, 7,8-dihydro-(1H,6H)-quinoline-2,5-dione or 1,5,7,8-tetrahydro-pyrano[4,3-b]pyridin-2-one;

wherein R^3 is H;

wherein R^5 is independently selected from H, C_1-C_4 -alkyl, optionally substituted phenyl, optionally substituted benzyl, optionally substituted heterocyclyl selected from piperazinyl, morpholinyl, pyrrolidinyl, and piperidinyl, optionally substituted pyridyl- (C_1-C_3) -alkyl, optionally substituted piperazinyl- (C_1-C_3) -alkyl, 4-morpholinyl- (C_1-C_3) -alkyl, pyrrolidinyl- (C_1-C_3) -alkyl, 1-piperidinyl- (C_1-C_3) -alkyl, optionally substituted C_3-C_6 cycloalkyl- (C_1-C_3) -alkyl, $-(C_1-C_3)$ -alkyl- $N-((C_1-C_3)$ -alkyl) $_2$ and $-(C_1-C_3)$ -alkyl-NH- (C_1-C_3) -alkyl; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

6. (Currently Amended) A Compound of Claim 5 wherein R^1 is selected from methyl, ethyl, propyl, isopropyl, hydroxyethyl, dimethylaminomethyl, benzyloxymethyl, 4-methoxy-benzyloxymethyl, methoxymethyl, cyclopropyl, and $-CF_3$;

wherein R^2 is selected from H, bromo, methyl, amino, isobutylamino, hydroxymethyl, aminocarbonyl, 4-methoxybenzylaminocarbonyl, 2-pyridylmethylaminocarbonyl, ethylaminoethylaminocarbonyl,

isopropylaminoethylaminocarbonyl,
cyclopropylmethylaminocarbonyl, isobutylaminocarbonyl,
ethoxycarbonyl, tert-butoxycarbonyl, 4-morpholinylethoxycarbonyl,
1-pyrrolidinylethoxycarbonyl, 1-piperidinylethoxycarbonyl,
diethylaminopropoxycarbonyl, carboxyl, 1,2,5,6-tetrahydro-1-
pyridylmethyl, 1-piperidinylmethyl, 1-methyl-4-piperazinylmethyl,
methylcarbonylamino, isobutylcarbonylamino, and 1-methyl-4-
piperazinylcarbonyl;

wherein R¹ and R² may be joined together with the pyridone ring to
form 6-benzyloxycarbonyl-2-oxo-1,5,7,8-tetrahydro-2H-
[1,6]naphthyridine, 5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one,
7-Boc-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 7-ethyl-
5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 5-methyl-7,8-
dihydro-1H-quinolin-2-one, 5-propylamino-5,6,7,8-tetrahydro-1H-
quinolin-2-one, 5-propylimino-5,6,7,8-tetrahydro-1H-quinolin-2-one,
7,8-dihydro-(1H,6H)-quinoline-2,5-dione or 1,5,7,8-tetrahydro-
pyrano[4,3-b]pyridin-2-one; and pharmaceutically acceptable
derivatives salts thereof.

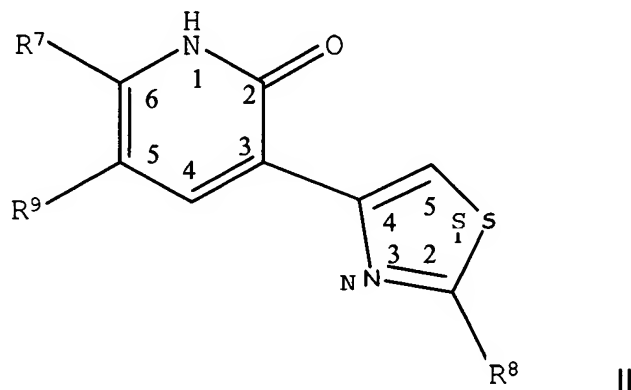
7. (Currently Amended) A Compound of Claim 4, and
pharmaceutically acceptable derivatives salts thereof, wherein A is O;
wherein Q is selected from N-methyl-N-(phenylsulfonyl)amino, 2-
pyridylsulfonylmethyl, 2-thienylsulfonylmethyl, phenylsulfonylmethyl,
(1-methyl)-1-(phenylsulfonyl)ethyl, 4-chlorophenyl-sulfonylmethyl, 2-
furylmethylsulfonylmethyl, methylsulfonylmethyl, tert-butyl-
sulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 2-thienyl, phenyl
substituted with one or more substituents selected from
chloro, fluoro, and -O-CH₂-O-,
unsubstituted pyridyl, and

4-pyridyl substituted with one or more substituents selected from chloro, fluoro, -NH₂, methoxy, ethoxy, phenoxyethylamino, methylamino, methyl, ethyl, butylamino, isobutylamino, benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-furylmethylamino, 4-methoxybenzylamino, diethylamino, cyclopropylmethylamino, cyclopentylmethylamino, ethylaminoethylamino, diethylaminoethylamino, isopropylaminoethylamino, methylcarbonylaminoethylamino, methylcarbonylmethylamino, pyrrolidinyl, piperazinyl, piperidinyl, morpholinyl and azetidiny; wherein R¹ is selected from methyl, ethyl, propyl, isopropyl, dimethylaminomethyl, hydroxyethyl, benzyloxymethyl, 4-methoxybenzyloxymethyl, methoxymethyl, cyclopropyl, and -CF₃; wherein R² is selected from H, bromo, methyl, amino, isobutylamino, hydroxymethyl, aminocarbonyl, 4-methoxybenzylaminocarbonyl, 2-pyridylmethylaminocarbonyl, ethylaminoethylaminocarbonyl, isopropylaminoethylaminocarbonyl, cyclopropylmethylaminocarbonyl, isobutylaminocarbonyl, ethoxycarbonyl, tert-butoxycarbonyl, 4-morpholinylethoxycarbonyl, 1-pyrrolidinylethoxycarbonyl, 1-piperidinylethoxycarbonyl, diethylaminopropoxycarbonyl, carboxyl, 1,2,5,6-tetrahydro-1-pyridylmethyl, 1-piperidinylmethyl, 1-methyl-4-piperazinylmethyl, methylcarbonylamino, isobutylcarbonylamino, and 1-methyl-4-piperazinylcarbonyl; wherein R¹ and R² may be joined together with the pyridone ring to form 6-benzyloxycarbonyl-2-oxo-1,5,7,8-tetrahydro-2H-[1,6]naphthyridine, 5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one, 7-Boc-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 7-ethyl-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 5-methyl-7,8-dihydro-1H-quinolin-2-one, 5-propylamino-5,6,7,8-tetrahydro-1H-

quinolin-2-one, 5-propylimino-5,6,7,8-tetrahydro-1H-quinolin-2-one, 7,8-dihydro-(1H,6H)-quinoline-2,5-dione or 1,5,7,8-tetrahydro-pyrano[4,3-b]pyridin-2-one; and
 wherein R³ is H.

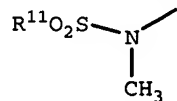
8. (Currently Amended) A Compound of Claim 1 wherein A is O; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

9. (Currently Amended) A compound of Claim 1 having
 Formula II



wherein R⁷ is selected from -(C₁-C₃)alkyl, -(C₁-C₃)alkyl-N(R¹⁰)₂, -(C₁-C₃)alkyl-OR¹⁰, -(C₃-C₅)cycloalkyl, and -CF₃;

wherein R⁸ is selected from R¹⁰SO₂-(C₁-C₆)alkyl-, R¹¹SO₂NH-



, substituted phenyl, and substituted or unsubstituted 5-6 membered heteroaryl;

wherein R⁹ is selected from H, halo, (C₁-C₃)alkyl, -NR¹⁰₂, -(C₁-C₃)alkyl-OR¹⁰, -C(O)N(R¹⁰)₂, -CO₂R¹⁰, (CH₂)₁₋₃-(5-6 membered saturated or partially unsaturated heterocyclyl), -NHC(O)R¹⁰, and -C(O)R¹⁰;

wherein R¹⁰ is independently selected from H, (C₁-C₄)alkyl, optionally substituted phenyl, optionally substituted phenyl-(C₁-C₂)alkyl, optionally substituted furyl-(C₁-C₂)-alkyl, optionally substituted C₃-C₆ cycloalkyl-(C₁-C₂)-alkyl, (C₁-C₃)alkylamino-(C₁-C₃)-alkyl-, phenyloxy-(C₁-C₃)alkyl-, (C₁-C₂)alkylcarbonyl-(C₁-C₂)alkyl- and optionally substituted heterocyclyl selected from pyridyl and thienyl; and

wherein R¹¹ is independently selected from (C₁-C₄)alkyl, optionally substituted phenyl, optionally substituted phenyl-(C₁-C₂)alkyl, optionally substituted furyl-(C₁-C₂)-alkyl, optionally substituted C₃-C₆ cycloalkyl-(C₁-C₂)-alkyl, (C₁-C₃)alkylamino-(C₁-C₃)-alkyl-, phenyloxy-(C₁-C₃)alkyl-, (C₁-C₂)alkylcarbonyl-(C₁-C₂)alkyl, and optionally substituted heterocyclyl selected from pyridyl and thienyl;

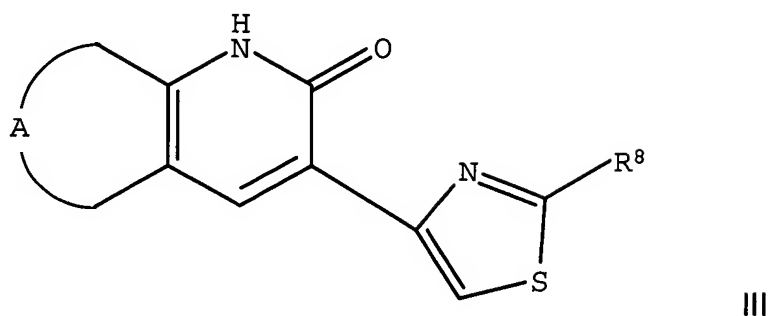
and pharmaceutically acceptable ~~derivatives~~ salts thereof;

provided R⁷ is not CF₃ when R⁹ is ethoxycarbonyl and when R⁸ is 4-pyridyl or 2-chloro-4-pyridyl.

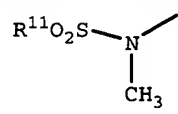
10. (Currently Amended) A Compound of Claim 9 wherein R⁷ is selected from methyl, ethyl, propyl, isopropyl, dimethylaminomethyl, benzyloxymethyl, hydroxyethyl, 4-methoxy-benzyloxymethyl, methoxymethyl, cyclopropyl, and -CF₃; wherein R⁸ is selected from N-methyl-N-(phenylsulfonyl)amino, 2-pyridylsulfonylmethyl, 2-thienylsulfonylmethyl, phenylsulfonylmethyl, (1-methyl)-1-(phenylsulfonyl)ethyl, 4-chlorophenyl-sulfonylmethyl, 2-furylmethylsulfonylmethyl, methylsulfonylmethyl, tert-butylsulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 2-thienyl, phenyl substituted with one or more substituents selected from chloro, fluoro, and -O-CH₂-O-, unsubstituted pyridyl, and

4-pyridyl substituted with one or more substituents selected from chloro, fluoro, -NH₂, methoxy, ethoxy, phenoxyethylamino, methylamino, methyl, ethyl, butylamino, isobutylamino, benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-furylmethylamino, 4-methoxybenzylamino, diethylamino, cyclopropylmethylamino, cyclopentylmethylamino, ethylaminoethylamino, diethylaminoethylamino, isopropylaminoethylamino, methylcarbonylaminoethylamino, methylcarbonylmethylamino, pyrrolidinyl, piperazinyl, piperidinyl, morpholinyl and azetidiny; and wherein R⁹ is selected from H, bromo, methyl, amino, isobutylamino, hydroxymethyl, aminocarbonyl, 4-methoxybenzylaminocarbonyl, 2-pyridylmethylaminocarbonyl, ethylaminoethylaminocarbonyl, isopropylaminoethylaminocarbonyl, cyclopropylmethylaminocarbonyl, isobutylaminocarbonyl, ethoxycarbonyl, tert-butoxycarbonyl, 4-morpholinylethoxycarbonyl, 1-pyrrolidinylethoxycarbonyl, 1-piperidinylethoxycarbonyl, diethylaminopropoxycarbonyl, carboxyl, 1,2,5,6-tetrahydro-1-pyridylmethyl, 1-piperidinylmethyl, 1-methyl-4-piperazinylmethyl, methylcarbonylamino, isobutylcarbonylamino, and 1-methyl-4-piperazinylcarbonyl; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

11. (Currently Amended) A compound of Claim 1 having
Formula III



wherein R^8 is selected from $R^{11}SO_2-(C_1-C_6)alkyl-$, $R^{11}SO_2NH-$

, substituted phenyl, and substituted or unsubstituted 5-6 membered heteroaryl;

wherein ring A together with the pyridone ring forms optionally substituted 2-oxo-1,5,7,8-tetrahydro-2H-[1,6]naphthyridine, optionally substituted 5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one, optionally substituted 5,6,7,8-tetrahydro-1H-quinolin-2-one, optionally substituted 5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, or 1,5,7,8-tetrahydro-pyrano[4,3-b]pyridin-2-one; and

wherein R^{11} is independently selected from $(C_1-C_4)alkyl$, optionally substituted phenyl, optionally substituted phenyl- $(C_1-C_2)alkyl$, optionally substituted furyl- $(C_1-C_2)-alkyl$, optionally substituted C_3-C_6 cycloalkyl- $(C_1-C_2)-alkyl$, $(C_1-C_3)alkylamino-(C_1-C_3)-alkyl$, phenyloxy- $(C_1-C_3)alkyl$, $(C_1-C_2)alkylcarbonyl-(C_1-C_2)alkyl$, and optionally substituted heterocyclyl selected from pyridyl and thienyl;

and pharmaceutically acceptable ~~derivatives~~ salts thereof.

12. (Currently Amended) A Compound of Claim 11 wherein R^8 is selected from N-methyl-N-(phenylsulfonyl)amino, 2-pyridylsulfonylmethyl, 2-thienylsulfonylmethyl, phenylsulfonylmethyl,

(1-methyl)-1-(phenylsulfonyl)ethyl, 4-chlorophenyl-sulfonylmethyl, 2-furylmethylsulfonylmethyl, methylsulfonylmethyl, tert-butyl-sulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 2-thienyl, phenyl substituted with one or more substituents selected

from chloro, fluoro, and -O-CH₂-O-,

unsubstituted pyridyl, and

4-pyridyl substituted with one or more substituents selected from

chloro, fluoro, -NH₂, methoxy, ethoxy, phenoxyethylamino,

methylamino, methyl, ethyl, butylamino, isobutylamino,

benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-

pyridylmethylamino, 2-pyridylmethylamino, 2-furylmethylamino, 4-

methoxybenzylamino, diethylamino, cyclopropylmethylamino,

cyclopentylmethylamino, ethylaminoethylamino,

diethylaminoethylamino, isopropylaminoethylamino,

methylcarbonylaminoethylamino, methylcarbonylmethylamino,

pyrrolidinyl, piperazinyl, piperidinyl, morpholinyl and azetidiny;

and pharmaceutically acceptable ~~derivatives~~ salts thereof.

13. (Currently Amended) A Compound of Claim 12 and pharmaceutically acceptable ~~derivatives~~ salts thereof selected from:

Phenylmethyl 2-oxo-3-(2-(4-pyridyl)(1,3-thiazol-4-yl))-1,5,6,7,8-pentahydropyridino[3,2-c]pyridine-6-carboxylate;

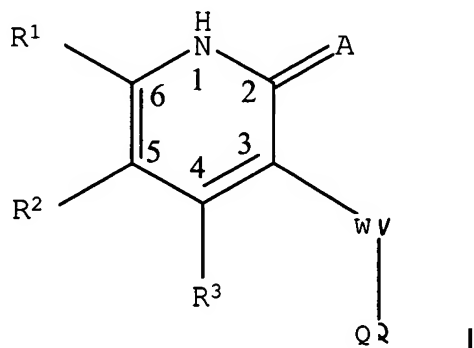
3-(2-(4-Pyridyl)-1,3-thiazol-4-yl)-1,7,8-trihydro-5H-pyrano[4,3-b]pyridin-2-one;

7-Ethyl-3-(2-(4-pyridyl)(1,3-thiazol-4-yl))-1,5,6,7,8-pentahydropyridino[3,2-c]pyridin-2-one;

tert-Butyl 2-oxo-3-(2-(4-pyridyl)(1,3-thiazol-4-yl))-1,5,6,7,8-pentahydropyridino[3,2-c]pyridine-6-carboxylate;

3-(2-(4-Pyridyl)-1,3-thiazol-4-yl)-1,5,6,7,8-pentahydropyridino[3,2-c]pyridin-2-one, dihydrochloride; and
 6-Methyl-3-(2-pyridin-4-yl-thiazol-4-yl)-5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one.

14. (Currently Amended) A compound of Formula I'



wherein A is O or S;

wherein Q is selected from $-N(R^5)_2$, $-NR^5C(O)R^5$, $-(C_1-C_8)alkyl-OR^5$, -

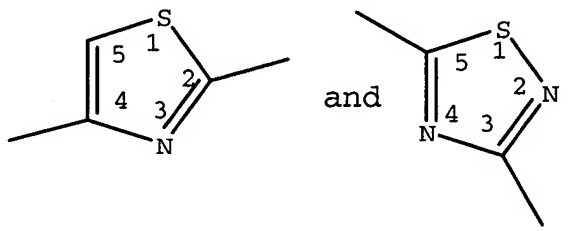
$(C_1-C_8)alkyl-S(O)_nR^6$, $-N(R^4)SO_2R^6$, substituted aryl, an

unsubstituted or substituted monocyclic or bicyclic, non-aromatic carbocyclic ring, an unsubstituted or substituted monocyclic or bicyclic, heteroaryl ring, and an unsubstituted or substituted monocyclic or bicyclic, non-aromatic heterocyclic ring,

wherein a ring is unsubstituted or substituted with one or more groups selected from halo, $(C_1-C_8)alkyl$, $(C_2-C_8)alkynyl$, $(C_2-C_8)alkenyl$, $-OR^5$, $-O-(CH_2)_{1-2}-O-$, $-N(R^5)_2$, $-(C_1-C_8)alkyl-N(R^5)_2$, $(C_1-C_8)haloalkyl$, lower cyanoalkyl, $-(C_1-C_8)alkyl-OR^5$, lower alkylaminoalkoxy, lower aminoalkoxyalkyl, $-(C_1-C_8)alkyl-S(O)_nR^5$, $-N(R^5)-(C_1-C_8)alkyl-N(R^5)_2$, $-N(R^5)-(C_1-C_8)alkyl-OR^5$, $-N(R^5)-(C_1-C_8)alkyl-NHC(O)R^5$, $-N(R^5)-(C_1-C_8)alkyl-C(O)N(R^5)_2$,

lower alkoxyalkyl, $-S(O)_nR^5$, $-SO_2NR^5R^5$, $-NR^5S(O)_nR^5$, cyano, nitro, optionally substituted (C_3-C_{10}) cycloalkyl, optionally substituted aryl, optionally substituted 4-7 membered heterocyclyl, optionally substituted phenoxyalkyl, optionally substituted heterocycloxyalkyl, $-C(O)N(R^5)_2$, $-CO_2R^5$, $-CO_2N(R^5)_2$, $-SO_2NHC(O)R^5$, optionally substituted phenylalkyl, optionally substituted heterocyclylalkyl, $-NR^5C(O)N(R^5)_2$, $-NR^5C(O)R^5$, $-NR^5CO_2R^5$ and $-C(O)R^5$;

wherein W is selected from



wherein n is 0, 1 or 2;

wherein R^1 is selected from H, $-OR^6$, halo, aryl, (C_1-C_8) alkyl, (C_2-C_8) alkenyl, (C_2-C_8) alkynyl, (C_1-C_8) perfluoroalkyl, $-NR^5_2$, $-(C_1-C_8)$ alkyl- $-NR^5_2$, $-(C_1-C_8)$ alkyl- $-OR^5$, $-S(O)_n$ -alkyl, $-S(O)_n$ -aryl, $-S(O)_n$ -heteroaryl, (C_3-C_{10}) cycloalkyl, nitro, heterocyclyl, $-NR^5SO_2R^5$, $-C(O)N(R^5)_2$, $-CO_2R^5$, $-(CR^5_2)_{1-8}$ aryl, $-(CR^5_2)_{1-8}$ heterocyclyl, $-NR^5C(O)N(R^5)_2$, $-NR^5C(O)R^5$, $-NR^5CO_2R^5$, and $-C(O)R^5$; wherein R^1 and R^2 may be joined to form a 5-10 membered saturated or partially unsaturated carbocyclic or heterocyclic ring;

wherein R^2 is selected from H, $-OR^6$, halo, aryl, (C_1-C_8) alkyl, (C_2-C_8) alkenyl, (C_2-C_8) alkynyl, (C_1-C_8) perfluoroalkyl, $-NR^5_2$, $-(C_1-C_8)$ alkyl- $-NR^5_2$, $-(C_1-C_8)$ alkyl- $-OR^5$, $-S(O)_n$ -alkyl, $-S(O)_n$ -aryl, $-S(O)_n$ -heteroaryl, (C_3-C_{10}) cycloalkyl, nitro, heterocyclyl, $-NR^5SO_2R^5$, $-C(O)N(R^5)_2$, $-CO_2R^5$, $-(CR^5_2)_{1-8}$ aryl, $-(CR^5_2)_{1-8}$ heterocyclyl, $-NR^5C(O)N(R^5)_2$, $-NR^5C(O)R^5$, $-NR^5CO_2R^5$, and $-C(O)R^5$;

wherein R^3 is selected from H, $-OR^6$, halo, aryl, (C_1-C_8) alkyl, (C_2-C_8) alkenyl, (C_2-C_8) alkynyl, (C_1-C_8) perfluoroalkyl, $-NR^5_2$, $-(C_1-C_8)alkyl-NR^5_2$, $-(C_1-C_8)alkyl-OR^5$, $-S(O)_n-alkyl$, $-S(O)_n-aryl$, $-S(O)_n-heteroaryl$, $(C_3-C_{10})cycloalkyl$, nitro, heterocyclyl, $-NR^5SO_2R^5$, $-C(O)N(R^5)_2$, $-CO_2R^5$, $-(CR^5_2)_{1-8}aryl$, $-(CR^5_2)_{1-8}heterocyclyl$, $-NR^5C(O)N(R^5)_2$, $-NR^5C(O)R^5$, $-NR^5CO_2R^5$, and $-C(O)R^5$; wherein R^2 and R^3 may be joined to form a 5-10 membered saturated or partially unsaturated carbocyclic or heterocyclic ring;

wherein R^4 is independently selected from H, and (C_1-C_6) alkyl;

wherein R^5 is independently selected from H, lower alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heterocyclyl, optionally substituted heterocyclylalkyl, optionally substituted C_3-C_6 cycloalkyl, optionally substituted C_3-C_6 cycloalkyl-alkyl, lower aminoalkyl, aryl- $(C_1-C_6)alkylamino-(C_1-C_6)alkyl$, $(C_1-C_6)alkylamino-(C_1-C_6)alkyl$, aryloxyalkyl, alkylcarbonylalkyl, and lower perfluoroalkyl; and

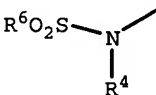
wherein R^6 is independently selected from lower alkyl, optionally substituted aryl, optionally substituted aryl- $(C_1-C_6)alkyl$, optionally substituted heterocyclyl, optionally substituted heterocyclyl- $(C_1-C_6)alkyl$, optionally substituted C_3-C_6 cycloalkyl, optionally substituted C_3-C_6 cycloalkyl- $(C_1-C_6)alkyl$, $(C_1-C_6)alkylamino-(C_1-C_6)alkyl$, aryloxy- $(C_1-C_6)alkyl$, $(C_1-C_6)alkylcarbonyl-(C_1-C_6)alkyl$, and lower perfluoroalkyl;

wherein each aryl, heteroaryl, cycloalkyl, and heterocyclyl moiety of any R^1 , R^2 , R^3 , R^5 , R^6 , and Q is optionally substituted with one or more groups selected from halo, $-NH_2$, $-OH$, oxo, $-CO_2H$, $(C_1-C_6)alkylamino$, $(C_1-C_6)alkoxy$, $(C_1-C_6)alkoxyalkyl$, $(C_1-C_6)alkyl$, $di(C_1-C_6)alkylamino$, phenyl, and heterocyclyl;

and pharmaceutically acceptable ~~derivatives~~ salts thereof;

provided R¹ is not CF₃ when R² is ethoxycarbonyl, when R³ is H, when W is thiazol-4-yl and when Q is 4-pyridyl or 2-chloro-4-pyridyl; further provided Q is not 4-pyridyl, when W is thiazol-2-yl, when R¹, R³, and R² are H; further provided Q is not 2-nitro-5-furyl when W is thiazol-2-yl, when R¹ is methyl, when R³ is H, and when R² is H; further provided Q is not phenyl when W is thiazol-2-yl, when R¹ is methyl, when R³ is methyl, and when R² is H; further provided Q is not phenyl, 3,4-diacetylphenyl or 3,4-dihydroxyphenyl, when W is thiazol-2-yl, when R¹ is H, when R³ is H, and when R² is H; and further provided Q is not 3-cyano-6-methyl-2-oxo-1,2-dihydro-5-pyridyl, when W is thiazol-2-yl, when R¹ is methyl, when R³ is H, and when R² is acetyl.

15. (Currently Amended) A Compound of Claim 14 wherein Q is selected from

R⁶SO₂-(C₁-C₆)alkyl-, , substituted phenyl, and substituted or unsubstituted 5-6 membered heteroaryl;

wherein R⁴ is independently selected from H, and (C₁-C₂)alkyl; and wherein R⁶ is independently selected from (C₁-C₄)alkyl, optionally substituted phenyl, optionally substituted phenyl-(C₁-C₂)alkyl, optionally substituted furyl-(C₁-C₂)-alkyl, optionally substituted C₃-C₆ cycloalkyl-(C₁-C₂)-alkyl, (C₁-C₃)alkylamino-(C₁-C₃)-alkyl-, phenyloxy-(C₁-C₃)alkyl-, (C₁-C₂)alkylcarbonyl-(C₁-C₂)alkyl- and optionally substituted heterocyclyl selected from pyridyl and thienyl; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

16. (Currently Amended) A Compound of Claim 15 wherein Q is selected from phenylsulfonylamino, N-methyl-N-(2-pyridylsulfonyl)amino, N-methyl-N-(3-pyridylsulfonyl)amino, N-methyl-N-(4-pyridylsulfonyl)amino, N-methyl-N-(2-thienylsulfonyl)amino, N-

methyl-N-(phenylsulfonyl)amino, 2-pyridylsulfonylmethyl, 3-pyridylsulfonylmethyl, 4-pyridylsulfonylmethyl, 2-thienylsulfonylmethyl, 3-thienylsulfonylmethyl, phenylsulfonylmethyl, (1-methyl)-1-(phenylsulfonyl)ethyl, 4-chlorophenyl-sulfonylmethyl, 2-furylmethylsulfonylmethyl, 3-trifluoromethylbenzyl-sulfonylmethyl, methylsulfonylmethyl, tert-butyl-sulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 4-chlorophenyl-methylsulfonylmethyl, 2-thienyl, 3-(4-chlorophenylsulfonylmethyl)-2-thienyl, phenyl substituted with one or more substituents selected from

hydroxyl, chloro, fluoro, methoxy, -O-CH₂-O-, amino, aminomethyl, methylsulfonyl, methyl, cyano, trifluoromethyl, and pyrrolyl, unsubstituted pyridyl, and

4-pyridyl substituted with one or more substituents selected from chloro, fluoro, methyl, ethyl, -NH₂, methoxy, ethoxy, -OH, -CO₂H, phenoxyethylamino, methylamino, dimethylamino, butylamino, isobutylamino, benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-furylmethylamino, 4-methoxybenzylamino, diethylamino, cyclopropylmethylamino, cyclopentylmethylamino, ethylaminoethylamino, diethylaminoethylamino, isopropylaminoethylamino, methylcarbonylaminoethylamino, methylcarbonylmethylamino, pyrrolidinyl, piperazinyl, piperidinyl, morpholinyl and azetidiny; and

pharmaceutically acceptable ~~derivatives~~ salts thereof.

17. (Currently Amended) A Compound of Claim 14, and pharmaceutically acceptable ~~derivatives~~ salts thereof, wherein W is thiazol-4-yl.

18. (Currently Amended) A Compound of Claim 14 wherein R¹ is selected from (C₁-C₆)alkyl, -(C₁-C₄)alkyl-N(R⁵)₂, -(C₁-C₄)alkyl-OR⁵, (C₃-C₅)cycloalkyl and -CF₃; wherein R⁵ is independently selected from H, C₁-C₅-alkyl, optionally substituted phenyl, optionally substituted benzyl, optionally substituted pyridyl-(C₁-C₃)-alkyl, optionally substituted thienyl-(C₁-C₃)-alkyl, optionally substituted piperazinyl-(C₁-C₃)-alkyl, 4-morpholinyl-(C₁-C₃)-alkyl, optionally substituted pyrrolidinyl-(C₁-C₃)-alkyl, optionally substituted piperidinyl-(C₁-C₃)-alkyl, optionally substituted C₃-C₆ cycloalkyl-(C₁-C₃)-alkyl, amino-(C₁-C₄)-alkyl-, benzylamino-(C₁-C₃)-alkyl-, [N-(C₁-C₃)-alkyl-N-benzylamino]-(C₁-C₃)-alkyl-, -(C₁-C₃)-alkyl-N-((C₁-C₃)-alkyl)₂, -(C₁-C₃)-alkyl-NH-(C₁-C₃)-alkyl and optionally substituted heterocyclyl selected from piperazinyl, morpholinyl, pyrrolidinyl and piperidinyl; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

19. (Currently Amended) A Compound of Claim 18 wherein R¹ is selected from methyl, ethyl, propyl, isopropyl, dimethylaminomethyl, 1-pyrrolidinylmethyl, benzyloxymethyl, benzyloxyethyl, hydroxyethyl, 4-methoxy-benzyloxymethyl, methoxymethyl, cyclopropyl and -CF₃; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

20. (Currently Amended) A Compound of Claim 14 wherein R² is selected from H, halo, (C₁-C₃)alkyl, -NR⁵₂, -OR⁶, -(C₁-C₃)alkyl-OR⁵, -(C₁-C₃)alkyl-NR⁵₂, -C(O)N(R⁵)₂, -CO₂R⁵, -(CH₂)₁₋₃-(5-6 membered saturated or partially unsaturated) heterocyclyl, 5-6 membered saturated or partially unsaturated heterocyclyl, -NHC(O)R⁵, and -C(O)R⁵; wherein R⁵ is independently selected from H, C₁-C₅-alkyl, optionally substituted phenyl, optionally substituted benzyl, optionally substituted pyridyl-(C₁-C₃)-alkyl, optionally substituted thienyl-(C₁-C₃)-alkyl, optionally substituted piperazinyl-(C₁-C₃)-alkyl, 4-morpholinyl-

(C₁-C₃)-alkyl, optionally substituted pyrrolidinyl-(C₁-C₃)-alkyl, optionally substituted piperidinyl-(C₁-C₃)-alkyl, optionally substituted C₃-C₆ cycloalkyl-(C₁-C₃)-alkyl, amino-(C₁-C₄)-alkyl-, benzylamino-(C₁-C₃)-alkyl-, [N-(C₁-C₃)-alkyl-N-benzylamino]-(C₁-C₃)-alkyl-, -(C₁-C₃)-alkyl-N-((C₁-C₃)-alkyl)₂, -(C₁-C₃)-alkyl-NH-(C₁-C₃)-alkyl and optionally substituted heterocyclyl selected from piperazinyl, morpholinyl, pyrrolidinyl and piperidinyl; and pharmaceutically acceptable derivatives salts thereof.

21. (Currently Amended) A Compound of Claim 20 wherein R² is selected from H, bromo, methyl, hydroxymethyl, 1,2,5,6-tetrahydro-1-pyridylmethyl, 1-piperidinylmethyl, 1-methyl-4-piperazinylmethyl, (N-diethylaminoethyl-N-methyl)aminomethyl, (N-dimethylaminoethyl-N-ethyl)aminomethyl, 4,5-dihydro-oxazol-2-yl, 5-methyl-4,5-dihydro-oxazol-2-yl, 2-furyl, amino, isobutylamino, 3-methylbutylamino, ethylcarbonyl, aminocarbonyl, 4-methoxybenzylaminocarbonyl, 2-pyridylmethylaminocarbonyl, 4-pyridylmethylaminocarbonyl, dimethylaminocarbonyl, ethylaminoethylaminocarbonyl, isopropylaminoethylaminocarbonyl, cyclopropylmethylaminocarbonyl, isobutylaminocarbonyl, ethoxycarbonyl, propoxycarbonyl, 1-methylpropoxycarbonyl, butoxycarbonyl, iso-butoxycarbonyl, tert-butoxycarbonyl, 2-thienylethoxycarbonyl, 4-morpholinylethoxycarbonyl, (4-piperidinyl)methoxycarbonyl, (1-piperazinyl)ethoxycarbonyl, (1-methyl-piperidin-3-yl)oxycarbonyl, (1-methyl-piperidin-4-yl)oxycarbonyl, (1-ethyl-piperidin-3-yl)oxycarbonyl, (1-methyl-pyrrolidin-3-yl)oxycarbonyl, 1-pyrrolidinylethoxycarbonyl, 2-oxo-pyrrolidin-1-ylethoxycarbonyl, 2-oxo-pyrrolidin-1-ylpropoxycarbonyl, 1-methyl-2-pyrrolidinylethoxycarbonyl, 1-piperidinylethoxycarbonyl, diethylaminoethoxycarbonyl, di-isopropylaminoethoxycarbonyl, (N-ethyl-N-

benzylamino)ethoxycarbonyl, diethylaminopropoxycarbonyl, dimethylaminoethoxycarbonyl, 2-(dimethylamino)-1-(methyl)ethoxycarbonyl, 2-(diethylamino)-1-(methyl)ethoxycarbonyl, carboxyl, methylcarbonylamino, isobutylcarbonylamino, methylaminomethylcarbonylamino, dimethylaminomethylcarbonylamino, tert-butylaminomethylcarbonylamino, (1-amino-2-methylpropyl)carbonylamino, 1-piperidinylmethylcarbonylamino, 1-piperidylethylcarbonylamino, 1-piperidinylpropylcarbonylamino, aminomethylcarbonylamino and 1-methyl-4-piperazinylcarbonyl; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

22. (Currently Amended) A Compound of Claim 14 wherein R¹ and R² may be joined together with the pyridone ring to form optionally substituted 2-oxo-1,5,7,8-tetrahydro-2H-[1,6]naphthyridine, optionally substituted 5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one, optionally substituted 5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, optionally substituted 5,6,7,8-tetrahydro-1H-quinolin-2-one, optionally substituted 7,8-dihydro-1H-quinolin-2-one, 7,8-dihydro-(1H,6H)-quinoline-2,5-dione or 1,5,7,8-tetrahydro-pyrano[4,3-b]pyridin-2-one; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

23. (Currently Amended) A Compound of Claim 22, wherein R¹ and R² are joined together with the pyridone ring to form 6-benzyloxycarbonyl-2-oxo-1,5,7,8-tetrahydro-2H-[1,6]naphthyridine, 5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one, 7-Boc-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 7-ethyl-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 5-methyl-7,8-dihydro-1H-quinolin-2-one, 5-propylamino-5,6,7,8-tetrahydro-1H-quinolin-2-one, 5-propylimino-5,6,7,8-tetrahydro-1H-quinolin-2-one, 7,8-dihydro-(1H,6H)-quinoline-

2,5-dione or 1,5,7,8-tetrahydro-pyrano[4,3-b]pyridin-2-one; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

24. (Currently Amended) A Compound of Claim 14 wherein R³ is H; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

25. (Currently Amended) A Compound of Claim 14 wherein A is O; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

26. (Currently Amended) A Compound of Claim 14, and pharmaceutically acceptable ~~derivatives~~ salts thereof, wherein A is O; wherein Q is selected from N-methyl-N-(phenylsulfonyl)amino, 2-pyridylsulfonylmethyl, 2-thienylsulfonylmethyl, phenylsulfonylmethyl, (1-methyl)-1-(phenylsulfonyl)ethyl, 4-chlorophenyl-sulfonylmethyl, 2-furylmethylsulfonylmethyl, methylsulfonylmethyl, tert-butyl-sulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 2-thienyl, phenyl substituted with one or more substituents selected from

chloro, fluoro, and -O-CH₂-O-,

unsubstituted pyridyl, and

4-pyridyl substituted with one or more substituents selected from

chloro, fluoro, -NH₂, methoxy, ethoxy, methyl, ethyl,

phenoxyethylamino, methylamino, dimethylamino, butylamino,

isobutylamino, benzylamino, 4-fluorobenzylamino, 2-

thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-

furylmethylamino, 4-methoxybenzylamino, diethylamino,

cyclopropylmethylamino, cyclopentylmethylamino,

ethylaminoethylamino, diethylaminoethylamino,

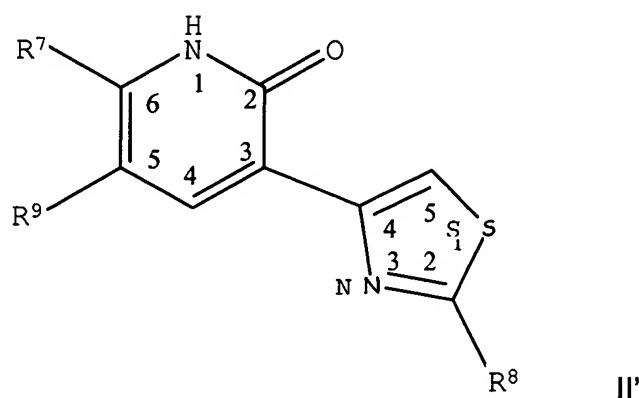
isopropylaminoethylamino, methylcarbonylaminoethylamino,

methylcarbonylmethylamino, pyrrolidinyl, piperazinyl, piperidinyl,

morpholinyl and azetidiny;

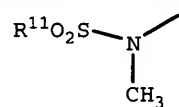
wherein R¹ is selected from methyl, ethyl, propyl, isopropyl, dimethylaminomethyl, hydroxyethyl, benzyloxymethyl, 4-methoxybenzyloxymethyl, methoxymethyl, cyclopropyl, and -CF₃;
wherein R² is selected from H, bromo, methyl, amino, isobutylamino, hydroxymethyl, aminocarbonyl, 4-methoxybenzylaminocarbonyl, 2-pyridylmethylaminocarbonyl, ethylaminoethylaminocarbonyl, isopropylaminoethylaminocarbonyl, cyclopropylmethylaminocarbonyl, isobutylaminocarbonyl, ethoxycarbonyl, tert-butoxycarbonyl, 4-morpholinylethoxycarbonyl, 1-pyrrolidinylethoxycarbonyl, 1-piperidinylethoxycarbonyl, diethylaminopropoxycarbonyl, carboxyl, 1,2,5,6-tetrahydro-1-pyridylmethyl, 1-piperidylmethyl, 1-methyl-4-piperazinylmethyl, methylcarbonylamino, isobutylcarbonylamino, and 1-methyl-4-piperazinylcarbonyl;
wherein R¹ and R² may be joined together with the pyridone ring to form 6-benzyloxycarbonyl-2-oxo-1,5,7,8-tetrahydro-2H-[1,6]naphthyridine, 5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one, 7-Boc-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 7-ethyl-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 5-methyl-7,8-dihydro-1H-quinolin-2-one, 5-propylamino-5,6,7,8-tetrahydro-1H-quinolin-2-one, 5-propylimino-5,6,7,8-tetrahydro-1H-quinolin-2-one, 7,8-dihydro-(1H,6H)-quinoline-2,5-dione or 1,5,7,8-tetrahydro-pyrano[4,3-b]pyridin-2-one; and
wherein R³ is H.

27. (Currently Amended) A compound of Claim 14 having
Formula II'



wherein R^7 is selected from $-(C_1-C_3)alkyl$, $-(C_1-C_3)alkyl-N(R^{10})_2$, $-(C_1-C_3)alkyl-OR^{10}$, $-(C_3-C_5)cycloalkyl$, and $-CF_3$;

wherein R^8 is selected from $R^{10}SO_2-(C_1-C_6)alkyl$ -, $R^{11}SO_2NH$ -



CH_3 , substituted phenyl, and substituted or unsubstituted 5-6 membered heteroaryl;

wherein R^9 is selected from H, halo, $(C_1-C_3)alkyl$, $-NR^{10}_2$, $-(C_1-C_3)alkyl-OR^{10}$, $-C(O)N(R^{10})_2$, $-CO_2R^{10}$, $(CH_2)_{1,3}-(5-6 \text{ membered saturated or partially unsaturated heterocycl})$, $-NHC(O)R^{10}$, and $-C(O)R^{10}$;

wherein R^{10} is independently selected from H, $(C_1-C_4)alkyl$, optionally substituted phenyl, optionally substituted phenyl- $(C_1-C_2)alkyl$, optionally substituted furyl- $(C_1-C_2)-alkyl$, optionally substituted C_3-C_6 cycloalkyl- $(C_1-C_2)-alkyl$, $(C_1-C_3)alkylamino-(C_1-C_3)-alkyl$ -, phenyloxy- $(C_1-C_3)alkyl$ -, $(C_1-C_2)alkylcarbonyl-(C_1-C_2)alkyl$ - and optionally substituted heterocycl selected from pyridyl and thienyl; and

wherein R^{11} is independently selected from $(C_1-C_4)alkyl$, optionally substituted phenyl, optionally substituted phenyl- $(C_1-C_2)alkyl$, optionally substituted furyl- $(C_1-C_2)-alkyl$, optionally substituted C_3-C_6 cycloalkyl- $(C_1-C_2)-alkyl$, $(C_1-C_3)alkylamino-(C_1-C_3)-alkyl$ -, phenyloxy- $(C_1-C_3)alkyl$ -, $(C_1-C_2)alkylcarbonyl-(C_1-C_2)alkyl$, and

optionally substituted heterocyclyl selected from pyridyl and thienyl;
and pharmaceutically acceptable ~~derivatives~~ salts thereof;
provided R⁷ is not CF₃ when R⁹ is ethoxycarbonyl and when R⁸ is 4-pyridyl or 2-chloro-4-pyridyl.

28. (Currently Amended) A Compound of Claim 27 wherein R⁷ is selected from methyl, ethyl, propyl, isopropyl, dimethylaminomethyl, 1-pyrrolidinylthethyl, benzyloxymethyl, benzyloxyethyl, hydroxyethyl, 4-methoxy-benzyloxymethyl, methoxymethyl, cyclopropyl and -CF₃; wherein R⁸ is selected from N-methyl-N-(phenylsulfonyl)amino, 2-pyridylsulfonylmethyl, 2-thienylsulfonylmethyl, phenylsulfonylmethyl, (1-methyl)-1-(phenylsulfonyl)ethyl, 4-chlorophenyl-sulfonylmethyl, 2-furylmethylsulfonylmethyl, methylsulfonylmethyl, tert-butyl-sulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 2-thienyl, phenyl substituted with one or more substituents selected from chloro, fluoro, and -O-CH₂-O-, unsubstituted pyridyl, and 4-pyridyl substituted with one or more substituents selected from chloro, fluoro, -NH₂, methoxy, ethoxy, methyl, ethyl, phenoxyethylamino, methylamino, butylamino, isobutylamino, dimethylamino, benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-furylmethylamino, 4-methoxybenzylamino, diethylamino, cyclopropylmethylamino, cyclopentylmethylamino, ethylaminoethylamino, diethylaminoethylamino, isopropylaminoethylamino, methylcarbonylaminoethylamino, methylcarbonylmethylamino, pyrrolidinyl, piperazinyl, piperidinyl, morpholinyl and azetidiny; and

wherein R⁹ is selected from H, bromo, methyl, hydroxymethyl, 1,2,5,6-tetrahydro-1-pyridylmethyl, 1-piperidinylmethyl, 1-methyl-4-piperazinylmethyl, (N-diethylaminoethyl-N-methyl)aminomethyl, (N-dimethylaminoethyl-N-ethyl)aminomethyl, 4,5-dihydro-oxazol-2-yl, 5-methyl-4,5-dihydro-oxazol-2-yl, 2-furyl, amino, isobutylamino, 3-methylbutylamino, ethylcarbonyl, aminocarbonyl, 4-methoxybenzylaminocarbonyl, 2-pyridylmethylaminocarbonyl, 4-pyridylmethylaminocarbonyl, dimethylaminocarbonyl, ethylaminoethylaminocarbonyl, isopropylaminoethylaminocarbonyl, cyclopropylmethylaminocarbonyl, isobutylaminocarbonyl, ethoxycarbonyl, propoxycarbonyl, 1-methylpropoxycarbonyl, butoxycarbonyl, iso-butoxycarbonyl, tert-butoxycarbonyl, 2-thienylethoxycarbonyl, 4-morpholinylethoxycarbonyl, (4-piperidiny)l)ethoxycarbonyl, (1-piperidiny)l)ethoxycarbonyl, (1-piperazinyl)ethoxycarbonyl, (1-methyl-piperidin-3-yl)oxycarbonyl, (1-methyl-piperidin-4-yl)oxycarbonyl, (1-ethyl-piperidin-3-yl)oxycarbonyl, (1-methyl-pyrrolidin-3-yl)oxycarbonyl, 1-pyrrolidinylethoxycarbonyl, 2-oxo-pyrrolidin-1-ylethoxycarbonyl, 2-oxo-pyrrolidin-1-ylpropoxycarbonyl, 1-methyl-2-pyrrolidinylethoxycarbonyl, 1-piperidinylethoxycarbonyl, diethylaminoethoxycarbonyl, di-isopropylaminoethoxycarbonyl, (N-ethyl-N-benzylamino)ethoxycarbonyl, diethylaminopropoxycarbonyl, dimethylaminoethoxycarbonyl, 2-(dimethylamino)-1-(methyl)ethoxycarbonyl, 2-(diethylamino)-1-(methyl)ethoxycarbonyl, carboxyl, methylcarbonylamino, isobutylcarbonylamino, methylaminomethylcarbonylamino, dimethylaminomethylcarbonylamino, tert-butylaminomethylcarbonylamino, (1-amino-2-methylpropyl)carbonylamino, 1-piperidinylmethylcarbonylamino, 1-piperidinylethylcarbonylamino, 1-piperidinylpropylcarbonylamino,

aminomethylcarbonylamino and 1-methyl-4-piperazinylcarbonyl;
and pharmaceutically acceptable ~~derivatives~~ salts thereof.

29. (Currently Amended) A Compound of Claim 27 wherein R⁷ is selected from methyl, ethyl, propyl, and isopropyl.

30. (Currently Amended) A Compound of Claim 27 wherein R⁸ is selected from phenylsulfonylmethyl and 4-pyridyl substituted with one or more substituents selected from chloro, fluoro, -NH₂, methoxy, ethoxy, phenoxyethylamino, methylamino, dimethylamino, methyl, ethyl, butylamino, isobutylamino, benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-furylmethylamino, 4-methoxybenzylamino, diethylamino, cyclopropylmethylamino, cyclopentylmethylamino, ethylaminoethylamino, diethylaminoethylamino, isopropylaminoethylamino, methylcarbonylaminoethylamino, methylcarbonylmethylamino, pyrrolidiny, piperazinyl, piperidinyl, morpholinyl and azetidiny.

31. (Currently Amended) A Compound of Claim 27 wherein R⁹ is selected from methyl, hydroxymethyl, 1,2,5,6-tetrahydro-1-pyridylmethyl, 1-piperidinylmethyl, 1-methyl-4-piperazinylmethyl, (N-diethylaminoethyl-N-methyl)aminomethyl, (N-dimethylaminoethyl-N-ethyl)aminomethyl, 4,5-dihydro-oxazol-2-yl, 5-methyl-4,5-dihydro-oxazol-2-yl, 2-furyl, amino, isobutylamino, 3-methylbutylamino, ethylcarbonyl, aminocarbonyl, 4-methoxybenzylaminocarbonyl, 2-pyridylmethylaminocarbonyl, 4-pyridylmethylaminocarbonyl, dimethylaminocarbonyl, ethylaminoethylaminocarbonyl, isopropylaminoethylaminocarbonyl, cyclopropylmethylaminocarbonyl, isobutylaminocarbonyl, ethoxycarbonyl, propoxycarbonyl, 1-

methylpropoxycarbonyl, butoxycarbonyl, iso-butoxycarbonyl, tert-butoxycarbonyl, 2-thienylethoxycarbonyl, 4-morpholinylethoxycarbonyl, (4-piperidinyl)methoxycarbonyl, (1-piperidinyl)ethoxycarbonyl, (1-piperazinyl)ethoxycarbonyl, (1-methyl-piperidin-3-yl)oxycarbonyl, (1-methyl-piperidin-4-yl)oxycarbonyl, (1-ethyl-piperidin-3-yl)oxycarbonyl, (1-methyl-pyrrolidin-3-yl)oxycarbonyl, 1-pyrrolidinylethoxycarbonyl, 2-oxo-pyrrolidin-1-ylethoxycarbonyl, 2-oxo-pyrrolidin-1-ylpropoxycarbonyl, 1-methyl-2-pyrrolidinylethoxycarbonyl, 1-piperidinylethoxycarbonyl, diethylaminoethoxycarbonyl, di-isopropylaminoethoxycarbonyl, (N-ethyl-N-benzylamino)ethoxycarbonyl, diethylaminopropoxycarbonyl, dimethylaminoethoxycarbonyl, 2-(dimethylamino)-1-(methyl)ethoxycarbonyl, 2-(diethylamino)-1-(methyl)ethoxycarbonyl, carboxyl, methylcarbonylamino, isobutylcarbonylamino, methylaminomethylcarbonylamino, dimethylaminomethylcarbonylamino, tert-butylaminomethylcarbonylamino, (1-amino-2-methylpropyl)carbonylamino, 1-piperidinylmethylcarbonylamino, 1-piperidinylethylcarbonylamino, 1-piperidinylpropylcarbonylamino, aminomethylcarbonylamino and 1-methyl-4-piperazinylcarbonyl; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

32. (Currently Amended) A Compound of Claim 27 and pharmaceutically acceptable ~~derivatives~~ salts thereof selected from:

6-Isopropyl-5-methyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1*H*-pyridin-2-one;
6-Ethyl-5-isopropionyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1*H*-pyridin-2-one;
2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-(2-oxo-pyrrolidin-1-yl)-ethyl ester;

- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-diethylamino-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-pyrrolidin-1-yl-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-diethylamino-1-methyl-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 1-ethyl-piperidin-3-yl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-dimethylamino-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-dimethylamino-1-methyl-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 1-methyl-piperidin-3-yl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 1-ethyl-pyrrolidin-3-yl ester;
- 5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-diethylamino-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid piperidin-4-ylmethyl ester;
- 5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-diethylamino-1-methyl-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-(benzyl-methyl-amino)-ethyl ester;
- 5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-diethylamino-propyl ester;
- 5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-(1-methyl-pyrrolidin-2-yl)-ethyl ester;
- 5-[2-(2-Dimethylamino-pyridin-4-yl)-thiazol-4-yl]-2-isopropyl-6-oxo-1,6-dihydro-pyridine-3-carboxylic acid ethyl ester;

- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-piperazin-1-yl-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-(2-oxo-pyrrolidin-1-yl)-propyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 1-methyl-pyrrolidin-3-yl ester;
- 3-(2-Benzenesulfonylmethyl-thiazol-4-yl)-6-isopropyl-5-methyl-1*H*-pyridin-2-one;
- 3-(2-Benzenesulfonylmethyl-thiazol-4-yl)-6-ethyl-5-propionyl-1*H*-pyridin-2-one;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-morpholin-4-yl-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid phenethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid piperidin-4-ylmethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-thiophen-2-yl-ethyl ester;
- 5-(4,5-Dihydro-oxazol-2-yl)-6-isopropyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1*H*-pyridin-2-one;
- 5-[[[(2-Dimethylamino-ethyl)-ethyl-amino]-methyl]-6-ethyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1*H*-pyridin-2-one;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-piperidin-1-yl-ethyl ester;
- 5-[[[(2-Diethylamino-ethyl)-methyl-amino]-methyl]-6-ethyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1*H*-pyridin-2-one;
- 2-(2-Hydroxy-ethyl)-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid ethyl ester;
- 2-Amino-N-[2-ethyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridin-3-yl]-acetamide;

2-tert-Butylamino-N-[2-ethyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridin-3-yl]-acetamide;

6-Ethyl-5-(3-methyl-butylamino)-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;

Ethyl 2-ethyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylate;

Ethyl-2-ethyl-6-oxo-5-{2-[(thienylsulfonyl)methyl](1,3-thiazol-4-yl))-1,6-dihydro-pyridine-3-carboxylate;

Ethyl-2-ethyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl))-1,6-dihydro-pyridine-3-carboxylate;

Ethyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl))-2-(trifluoromethyl)-1,6-dihydro-pyridine-3-carboxylate;

Ethyl-6-oxo-5-{2-[(2-pyridylsulfonyl)methyl](1,3-thiazol-4-yl))-2-(trifluoromethyl)-1,6-dihydro-pyridine-3-carboxylate;

Ethyl-6-oxo-5-{2-[(2-thienylsulfonyl)methyl](1,3-thiazol-4-yl))-2-(trifluoromethyl)-1,6-dihydro-pyridine-3-carboxylate;

Ethyl 2-isopropyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylate;

Ethyl 2-isopropyl-6-oxo-5-{2-[(thienylsulfonyl)methyl](1,3-thiazol-4-yl))-1,6-dihydro-pyridine-3-carboxylate;

Ethyl 2-isopropyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl))-1,6-dihydro-pyridine-3-carboxylate;

Ethyl 2-propyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylate;

Ethyl 2-propyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl))-1,6-dihydro-pyridine-3-carboxylate;

Ethyl 2-propyl-6-oxo-5-{2-[(thienylsulfonyl)methyl](1,3-thiazol-4-yl))-1,6-dihydro-pyridine-3-carboxylate;

Ethyl 6-oxo-2-[(phenylmethoxy)methyl]-5-(2-(4-pyridyl)(1,3-thiazol-4-yl))-1,6-dihydropyridine-3-carboxylate;

Ethyl 6-oxo-2-[(phenylmethoxy)methyl]-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl))-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-{2-[(2-thienylsulfonyl)methyl](1,3-thiazol-4-yl))-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-({[(4-fluorophenyl)methyl]sulfonyl)methyl}(1,3-thiazol-4-yl))-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-({[(4-fluorophenyl)methyl]sulfonyl)methyl}(1,3-thiazol-4-yl))-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

(Ethyl 2-methyl-6-oxo-5-{2-[(2-thienylsulfonyl)methyl]methyl}(1,3-thiazol-4-yl))-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-{2-(phenylthiomethyl)(1,3-thiazol-4-yl))-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-(2-chloro(4-pyridyl))(1,3-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-(2-({[(2-furylmethyl)sulfonyl]methyl}(1,3-thiazol-4-yl))-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-(2-({[(2-furylmethyl)sulfonyl]methyl}(1,3-thiazol-4-yl))-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate

Ethyl 5-[2-(2-ethyl(4-pyridyl))(1,3-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-5-(2-(2-((2-methylpropyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-(2-(2-((3-pyridinylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-(2-(2-((phenylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-5-(2-(2-((2-((1-methylethyl)amino)ethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;
Ethyl 5-(2-(2-((2-(diethylamino)ethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;
Ethyl 5-(2-{2-[(fur-2-ylmethyl)-amino]-pyridin-4-yl}-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;
Ethyl 5-{2-[2-(2-thien-2-yl-ethylamino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;
Ethyl 5-[2-(2-butylamino-pyridin-4-yl)-thiazol-4-yl]-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;
Ethyl 5-{2-[2-(carbamoylmethyl-amino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;
Ethyl 5-{2-[2-acetyl-amino-ethylamino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;
5-{2-[2-(Cyclopropylmethylamino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylic acid cyclopropyl-methyl amide;
Ethyl 5-{2-[2-(cyclopropylmethyl-amino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;
5-{2-[2-(Cyclopentyl)methylamino-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;
5-{2-[2-(4-Methoxybenzylamino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylic acid 4-methoxy-benzylamide;
Ethyl 2-methyl-6-oxo-5-(2-(2-amino-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;
Ethyl 2-methyl-5-[2-(methylamino)(1,3-thiazol-4-yl)]-6-oxo-1,6-dihydropyridine-3-carboxylate;
6-Methyl-3-(2-(4-pyridyl)(1,3-thiazol-4-yl))hydropyridin-2-one;
Ethyl 2-methyl-5-(2-(2-(methyloxy)-4-pyridinyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;
Ethyl 2-methyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl))-1,6-dihydropyridine-3-carboxylate;
Ethyl 2-methyl-6-oxo-5-{2-[(2-pyridylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;
Ethyl 2-methyl-5-(2-(1-methyl-1-(phenylsulfonyl)ethyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;
Ethyl 2-cyclopropyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;
Ethyl 2-cyclopropyl-6-oxo-5-(2-((phenylsulfonyl)methyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;
5-Bromo-6-methyl-3-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-2(1H)-pyridinone;
Ethyl 2-methyl-5-(2-(2-(methylamino)-4-pyridinyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate
5-Amino-6-ethyl-3-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-2(1H)-pyridinone;
6-Methyl-3-(2-(2-((2-pyridinylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-2(1H)-pyridinone;
Ethyl 2-methyl-6-oxo-5-(2-(2-((2-pyridinylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;
Ethyl 5-[2-(methylamino-pyridin-4-yl)-thiazol-4-yl]-2-isopropyl-6-oxo-1,6-dihydropyridine-3-carboxylate;
1,1-Dimethylethyl 2-methyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;
2-(1-Pyrrolidinyl)ethyl 2-ethyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;
6-Ethyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;
6-Isopropyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;
3-(Diethylamino)propyl 2-ethyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

3-(Diethylamino)propyl 2-(1-methylethyl)-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate; and
5-Hydroxymethyl-6-methyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one.

33. (Currently Amended) A Compound of Claim 27 and pharmaceutically acceptable ~~derivatives~~ salts thereof selected from:

6-Isopropyl-5-methyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;
3-(2-Benzenesulfonylmethyl-thiazol-4-yl)-6-isopropyl-5-methyl-1H-pyridin-2-one;
6-Ethyl-5-isopropionyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;
3-(2-Benzenesulfonylmethyl-thiazol-4-yl)-6-ethyl-5-propionyl-1H-pyridin-2-one;
2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-pyrrolidin-1-yl-ethyl ester;
2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-(2-oxo-pyrrolidin-1-yl)-ethyl ester;
2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-diethylamino-ethyl ester;
2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 1-ethyl-piperidin-3-yl ester;
2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 1-methyl-piperidin-3-yl ester;
2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-dimethylamino-1-methyl-ethyl ester;
2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-diethylamino-1-methyl-ethyl ester;
2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-(benzyl-methyl-amino)-ethyl ester;

- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 1-methyl-piperidin-4-yl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-(2-oxo-pyrrolidin-1-yl)-propyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid phenethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-thiophen-2-yl-ethyl ester;
- 5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-diethylamino-ethyl ester;
- 5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-diethylamino-1-methyl-ethyl ester;
- 5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-diethylamino-propyl ester;
- 5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-(1-methyl-pyrrolidin-2-yl)-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid methyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid propyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid butyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid isobutyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid sec-butyl ester;
- 5-[[2-(Diethylamino-ethyl)-methyl-amino]-methyl]-6-ethyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;
- 5-[2-(2-Dimethylamino-pyridin-4-yl)-thiazol-4-yl]-2-isopropyl-6-oxo-1,6-dihydro-pyridine-3-carboxylic acid ethyl ester;

Ethyl 2-ethyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;
Ethyl 2-ethyl-6-oxo-5-{2-[(thienylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;
Ethyl 2-ethyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;
Ethyl 2-isopropyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;
Ethyl 2-isopropyl-6-oxo-5-{2-[(thienylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;
Ethyl 2-isopropyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;
Ethyl 2-propyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;
Ethyl 2-propyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;
Ethyl 2-propyl-6-oxo-5-{2-[(thienylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;
Ethyl 6-oxo-2-[(phenylmethoxy)methyl]-5-(2-(4-pyridyl)(1,3-thiazol-4-yl))-1,6-dihydropyridine-3-carboxylate;
Ethyl 6-oxo-2-[(phenylmethoxy)methyl]-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;
Ethyl 2-methyl-6-oxo-5-{2-[(2-thienylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;
Ethyl 5-[2-({[(4-fluorophenyl)methyl]sulfonyl)methyl}(1,3-thiazol-4-yl))-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;
Ethyl 5-[2-({[(4-fluorophenyl)methyl]sulfonyl)methyl}(1,3-thiazol-4-yl))-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-{2-(phenylthiomethyl)(1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-(2-ethyl(4-pyridyl))(1,3-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-(2-chloro(4-pyridyl))(1,3-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-(3,5-Dichloro-pyridin-4-yl)-thiazol-4-yl]-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-5-(2-(2-((2-methylpropyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-(2-(2-((3-pyridinylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-(2-(2-((phenylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-5-(2-(2-((1-methylethyl)amino)ethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-(2-(2-((2-(diethylamino)ethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-(2-{2-[(fur-2-ylmethyl)-amino]-pyridin-4-yl}-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-{2-[2-(2-thien-2-yl-ethylamino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-(2-butylamino-pyridin-4-yl)-thiazol-4-yl]-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-{2-[2-(carbamoylmethyl-amino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-{2-[2-acetyl-amino-ethylamino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

5-{2-[2-(Cyclopropylmethylamino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxohydro-pyridine-3-carboxylic acid cyclopropyl-methyl amide;

Ethyl 5-{2-[2-(cyclopropylmethyl-amino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-{2-[2-(cyclopentyl)methylamino-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-(2-(2-(amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-5-[2-(methylamino)(1,3-thiazol-4-yl)]-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl))-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-{2-[(2-pyridylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-5-(2-(1-methyl-1-(phenylsulfonyl)ethyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-cyclopropyl-6-oxo-5-(2-((phenylsulfonyl)methyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

5-Bromo-6-methyl-3-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-2(1H)-pyridinone;

Ethyl 2-methyl-5-(2-(2-(methylamino)-4-pyridinyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;

2-Methyl-6-oxo-N-(2-pyridinylmethyl)-5-(2-(2-((2-pyridinylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxamide;

Ethyl 2-methyl-6-oxo-5-(2-(2-((2-pyridinylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-(methylamino-pyridin-4-yl)-thiazol-4-yl]-2-isopropyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

1,1-Dimethylethyl 2-methyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

2-(1-Pyrrolidinyl)ethyl 2-ethyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;
6-Ethyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;
6-Isopropyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;
3-(Diethylamino)propyl 2-ethyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate; and
3-(Diethylamino)propyl 2-(1-methylethyl)-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate.

34. (Currently Amended) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and an effective amount of a compound of Claim 1 or a pharmaceutically acceptable salt thereof.

35. (Withdrawn) A method of inhibiting cell proliferation which comprises administering an effective amount of a compound of Claim 1 and ethyl 2-trifluoromethyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydro-3-pyridinecarboxylate.

36. (Withdrawn) A method of treating cancer which comprises administering an effective amount of a compound of Claim 1 and ethyl 2-trifluoromethyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydro-3-pyridinecarboxylate.

37. (Withdrawn) A method of inhibiting a serine/threonine kinase which comprises administering an effective amount a compound of Claim 1 and ethyl 2-trifluoromethyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydro-3-pyridinecarboxylate.

38. (Withdrawn) A method of treating a neurological disorder which comprises administering an effective amount a compound of Claim 1 and ethyl 2-trifluoromethyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydro-3-pyridinecarboxylate.

39. (Withdrawn) A method of treating apoptosis comprising administering an effective amount a compound of Claim 1 and ethyl 2-trifluoromethyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydro-3-pyridinecarboxylate.